

1 MAYER BROWN LLP  
LEE H. RUBIN (SBN 141331)  
lrubin@mayerbrown.com  
2 EDWARD D. JOHNSON (SBN 189475)  
wjohnson@mayerbrown.com  
3 DONALD M. FALK (SBN 150256)  
dfalk@mayerbrown.com  
4 ANNE M. SELIN (SBN 270634)  
aselin@mayerbrown.com  
5 Two Palo Alto Square, Suite 300  
3000 El Camino Real  
6 Palo Alto, CA 94306-2112  
Telephone: (650) 331-2000  
7 Facsimile: (650) 331-2061

8 *Attorneys for Defendant*  
9 *Google Inc.*

10  
11 **UNITED STATES DISTRICT COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN JOSE DIVISION**

14 IN RE: HIGH-TECH EMPLOYEE  
ANTITRUST LITIGATION

15 THIS DOCUMENT RELATES TO:  
16 ALL ACTIONS

**Master Docket No. 11-CV-2509-LHK**

**DECLARATION OF ANNE M. SELIN  
IN SUPPORT OF DEFENDANTS'  
JOINT RESPONSE TO PLAINTIFFS'  
ADMINISTRATIVE MOTION TO FILE  
UNDER SEAL FILINGS RELATED TO  
PLAINTIFFS' OPPOSITION BRIEFS  
AND FILINGS RE DKTS. 554, 556, 557,  
559, 560, 561, 564, 570**

17  
18  
19  
20  
21 I, Anne M. Selin, declare as follows:

22  
23 1. I am an attorney with the law firm of Mayer Brown LLP, counsel for Defendant  
24 Google, Inc. ("Google") in the above-captioned matter. I am admitted to practice law before this  
25 Court. I submit this declaration in support of Defendants' Joint Response to Plaintiffs'  
26 Administrative Motion to File Under Seal Filings Related to Plaintiffs' Opposition Briefs and  
27 Filings Re Dkts. 554, 556, 557, 559, 560, 561, 564, 570 ("Joint Response to Administrative  
28 Motion to Seal") that is being filed concurrently herewith. As an attorney involved in the

1 defense of this action, unless otherwise stated, I have personal knowledge of the facts stated in  
2 this declaration and if called as a witness, I could and would competently testify to them.

3 2. I have reviewed (a) the Declaration of Dean M. Harvey in Support of Plaintiffs’  
4 Opposition Briefs Re Dkts. 554, 556, 557, 559, 560, 561, 564, 570 (Dkt. No. 607) (“Harvey  
5 Declaration”), and supporting exhibits, and (b) the Declaration of Lisa J. Cisneros in Support of  
6 Plaintiffs’ Opposition Briefs Re Dkts. 554, 556, 557, 559, 560, 561, 564, 570 (Dkt. No. 605)  
7 (“Cisneros Declaration”), and supporting exhibits, that were filed on February 6, 2014 by  
8 Plaintiffs.

9 3. As detailed below, discrete portions of certain exhibits to the Harvey Declaration  
10 and Cisneros Declaration contain highly confidential and highly sensitive details about Google’s  
11 compensation, hiring and recruiting practices that reflect Google’s internal deliberations and  
12 business strategy related to how Google recruits and how Google sets and structures  
13 compensation (including salary, bonus and equity) for its employees. In addition, certain of  
14 these exhibits also contain highly confidential and highly sensitive details about Google’s  
15 business partnerships, including details about the particular terms of agreement between Google  
16 and its business partners.

17 4. The basis for Google’s proposed redactions identified in paragraphs 5 and 6  
18 below can be found in the Declarations of Frank Wagner (Google’s Director of Compensation)  
19 that were filed on October 9, 2012, November 12, 2012, and December 18, 2012 (Dkts. 201, 221,  
20 and 261 respectively). In those declarations, Mr. Wagner describes the competitive harm that  
21 Google would suffer if certain highly confidential and highly sensitive details about  
22 Google’s compensation, hiring, and recruiting practices that reflect Google’s  
23 internal deliberations and business strategy related to how Google recruits and how Google sets  
24 and structures compensation (including salary, bonus and equity) for its employees were made  
25 public. In addition, the Declaration of Omid Kordestani (Google Advisor and former Senior  
26 Vice President) filed concurrently herewith in support of the Joint Response to Administrative  
27 Motion to Seal describes the competitive harm that Google would suffer if certain highly  
28

1 confidential and highly sensitive details about Google's contracts related to its business  
2 collaborations were made public.

3 **Google's Confidential Information in Exhibits to the Harvey Declaration**

4 5. Specifically, Google seeks to keep the following exhibits to the Harvey  
5 Declaration under seal (proposed redacted versions of the below exhibits are being submitted  
6 concurrently herewith):

7 a) **Exhibit 4**, Expert Report of Edward E. Leamer, Ph.D. The following  
8 portions of Dr. Leamer's Expert Report dated October 1, 2012, which are already subject  
9 to a pending sealing request by Google (Selin Declaration, Dkt. No. 576), contain highly  
10 confidential and highly sensitive details about Google's compensation, recruiting, and  
11 hiring strategies and practices, including confidential details about Google's internal  
12 deliberations and business strategy related to making counteroffers as well as responding  
13 to competition from a rival employer in an effort to retain employees:

- 14 i) Page 17, footnote 65 (rate of hires only)
- 15 ii) Page 23, Figures 3 and 4 (rows pertaining to Google)
- 16 iii) Page 27, footnote 101 (names of companies only)
- 17 iv) Page 45, footnote 129 (select portion of footnote)
- 18 v) Page 45-46, footnote 135
- 19 vi) Page 46, Paragraph 109
- 20 vii) Page 46, footnote 139
- 21 viii) Page 48, Paragraphs 115
- 22 ix) Page 49, Paragraph 119
- 23 x) Page 49, footnote 155
- 24 xi) Page 53, Figure 10 (row pertaining to Google)
- 25 xii) Page 60, Figure 16

26 b) **Exhibit 5** (Reply Report of Edward E. Leamer, Ph.D dated December 10,  
27 2012). The following portions of Dr. Leamer's Reply Report, which are already subject  
28 to a pending sealing request by Google (Selin Declaration, Dkt. No. 576), contain highly

1 confidential and highly sensitive details about Google's compensation, recruiting, and  
2 hiring strategies and practices, including confidential details about Google's internal  
3 deliberations and business strategy related to making counteroffers as well as responding  
4 to competition from a rival employer in an effort to retain employees:

- 5 i) Page 23, Heading C. (portion following "Big Bang")
- 6 ii) Page 24, Paragraph 53 (number and percentage of Google  
7 employees hired by a competitor)
- 8 iii) Page 24, footnote 69
- 9 iv) Page 25, Paragraph 54 (last sentence)
- 10 v) Page 26, Figure 1 (chart pertaining to Google)
- 11 vi) Page 43, Figure 7 (chart pertaining to Google)

12 c) **Exhibit 6** (Supplemental Expert Report of Edward E. Leamer, Ph.D. dated  
13 May 10, 2013). The following portions of Dr. Leamer's May 10, 2013 Report, which are  
14 already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 576),  
15 contain highly sensitive and highly confidential details of how Google sets and structures  
16 compensation and how Google compensation relates to national averages over time:

- 17 i) Page 31, Figure 19 (charts titled "Google" and "All Defendants  
18 R&D")
- 19 ii) Exhibit 2 (Column titled "Job Title" and Column titled  
20 "Section 1" related to Google)

21 d) **Exhibit 7** (Expert Report of Kevin F. Hallock dated May 10, 2013). The  
22 following portions of Mr. Hallock's report, which are already subject to a pending sealing  
23 request by Google (Evans Declaration, Dkt. No. 427), contain confidential and highly  
24 sensitive details about Google's compensation, recruiting, and hiring strategies and  
25 practices and that reflect Google's internal deliberations and business strategy related to  
26 how Google sets and structures compensation for its employees, how Google might  
27 respond to competition for its employees from other rival employers, and how Google  
28 approaches recruiting and hiring.

- i) Page 13 (Para. 38) (text starting after “Gerhart (2011)” and through the end of Paragraph 38)
- ii) Page 21 (Para. 66) (text in third sentence starting after “compensation structure features” and ending before “This spreadsheet”)
- iii) Page 21 (Para. 66) (text in fifth and sixth sentences, starting after “For each job grade” and ending before “Google Director of Compensation”)
- iv) Page 21, footnote 51 (text in sentence after “Mr. Frank Wagner verified that” and through the end of the sentence)
- v) Page 22 (Para. 68) (text beginning after “Shona Brown also confirmed” and ending before “She was asked”; and text beginning after “she replied” and through the end of Paragraph 68)
- vi) Page 22 (Para. 69) (text beginning after “formalized pay systems in his deposition” and through the end of Paragraph 69)
- vii) Page 40 (Para. 130) (text starting after “the ratings go from” and through the end of that sentence; and text in last sentence)
- viii) Page 40 (Para. 131) (first sentence and all row numbers in Paragraph 131)
- ix) Page 40-41 (Para. 133) (only text in quotations in Paragraph 133)
- x) Page 41 (Para. 134) (text after “contains this question and answer”)
- xi) Page 54 (Para. 183) (last four sentences)
- xii) Page 59 (Para. 198) (text starting after “Mr. Arnon Geshuri from Google where he notes” and ending before “Surely, calling in to employees”)
- xiii) Page 63 (Para. 210) (region names and names of categories only)
- xiv) Page 63 (Para. 211)
- xv) Page 63 (Para. 212) (only region names and row numbers)
- xvi) Page 64 (Para. 214) (text starting after “Google documents”)
- xvii) Page 64 (Para. 215)
- xviii) Page 107 (Figure 7)

xix) Page 112 (Figure 12)

xx) Page 117 (Figure 17)

e) **Exhibit 8** (Rebuttal Supplemental Expert Report of Edward E. Leamer, Ph.D, dated July 12, 2013). The following portions of Dr. Leamer's July 12, 2013 Report, which are already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 587), contain highly confidential Google data:

i) Pages 9 and 10, Paragraph 23 (excerpt related to Google only, i.e., text starting after "[Google]"): this excerpt contains confidential and highly sensitive details about Google's strategy to respond to employee attrition.

ii) Page 13, Paragraph 31 (raw percentage figure only): this percentage figure is derived in part from Google's compensation data and reflects confidential and highly sensitive information about Google's compensation practices.

iii) Page 14, Paragraph 33 (raw percentage figures only): these percentage figures are derived from Google's compensation data and reflects confidential and highly sensitive information about Google's compensation practices.

iv) Page 15, Tables 1 and 2: these tables are derived from Google's compensation data and reflect confidential and highly sensitive information about Google's compensation practices.

v) Page 16, Figure 1: this figure is derived from Google's compensation data and reflects confidential and highly sensitive information about Google's compensation practices.

vi) Page 32, Paragraph 67 (raw percentage figures only): these percentage figures are derived from Google's compensation data and reflects confidential and highly sensitive information about Google's compensation practices.

vii) Page 33, Paragraph 68: (raw percentage figure only): this percentage figure is derived in part from Google's compensation data and reflects confidential and highly sensitive information about Google's compensation practices.

viii) Page 33, footnote 42: this excerpt contains confidential and highly sensitive information about Google's compensation practices.

ix) Page 36, Figure 8: this figure is derived from Google's compensation data and reflects confidential and highly sensitive information about Google's compensation practices.

f) **Exhibit 9**, Expert Report of Edward E. Leamer, Ph.D. The following portion of Dr. Leamer's Report dated October 28, 2013, which is already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 576), contains highly confidential class summary data:

i) Figure 2 (only columns 3, 4 and 5).

g) **Exhibit 10**, Expert Report of Kevin F. Hallock. The following portions of Mr. Hallock's report dated October 28, 2013 contain highly sensitive and highly confidential details about how Google sets and structures different levels of compensation, how Google structures its compensation with respect to employee evaluations, and Google's recruiting and employee retention strategies:

i) Paragraph 26

ii) footnote 45 (page 17)

iii) Paragraph 54

iv) Paragraphs 56-57

v) Paragraphs 118-119

vi) Paragraphs 121-122

vii) Paragraph 171

viii) Paragraph 176

ix) Paragraph 186

- x) Paragraph 197
- xi) Paragraphs 204-205
- xii) Paragraphs 207-208
- xiii) footnote 247 (on page 68)
- xiv) Figure 2
- xv) Figure 7
- xvi) Figure 13

h) **Exhibit 11**, Expert Report of Alan Manning, Ph.D. Portions of the following paragraphs of Dr. Manning's report dated October 28, 2013 contain highly sensitive and highly confidential details of Google's compensation and recruiting philosophies, Google's compensation practices, and Google's counteroffering strategies:

- i) Paragraph 10
- ii) Paragraph 53
- iii) Paragraph 63
- iv) Paragraphs 69

i) **Exhibit 13**, Reply Expert Report of Edward E. Leamer, Ph.D, following portions of Dr. Leamer's Report dated December 11, 2013, which are already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 576), contain highly confidential information and details about Google's compensation for its employees:

- i) Heading IV.D.2 (regarding confidential Google compensation proposal and decision)
- ii) Table 1 (columns 3, 4 and 5 pertaining to Google)
- iii) Paragraph 43 (and Heading 2 on page 25)
- iv) Figure 8 (both charts pertaining to Google salaries)
- v) Paragraph 47 (portion regarding confidential Google compensation proposal and decision)
- vi) Figure 14 (regarding average total compensation)



vii) Paragraph 5 of Appendix A on page 77 (dollar figures only pertaining to salary ranges)

j) **Exhibit 14**, Rebuttal Report of Matthew Marx. The following portions of Mr. Marx's Report dated December 11, 2013 contain highly sensitive and highly confidential details of Google's business collaborations and its recruiting strategies:

i) Paragraph 31

ii) Paragraphs 33-34

k) **Exhibit 23**, Combined Expert Report of Elizabeth Becker, Ph.D. The following portions of the Becker Report and accompanying exhibits, appendices, and attachments, which are already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 587), contain highly confidential and sensitive details about Google's compensation practices, including details about an original and revised compensation proposal reflecting a change in Google's compensation program for Google employees and a detailed description of the reasons behind the change to Google's compensation program.

i) Paragraph 34

ii) Paragraphs 38-40 and footnote 38

iii) Paragraphs 82-84

iv) Paragraph 86

v) Paragraph 112

vi) Paragraph 115

vii) footnote 86

viii) Paragraph 120

ix) Paragraph 123

x) footnotes 95-96

xi) Paragraph 139

xii) footnote 111

xiii) footnote 117

xiv) Exhibits A1, A13, A14, A15, A16, A17, B1, B2, B3, B4, C1, C2, C3, D2, E3, E6, E9, & E10

xv) Appendices A1, A2, A13, A14, A15, A16, A17, B1, B2, B3 (charts related to Google only), B4, C1, C2 (Google chart only), C3, D2, E3, E6, E9, and E10

xvi) Attachment 3 re: job titles (all columns except first two columns)

l) **Exhibit 24**, Expert Report of David Lewin, Ph.D. The following portions of the Lewin Report dated November 25, 2013, which are already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 587), contain highly confidential and sensitive details about Google's compensation practices, including details about an original and revised compensation proposal reflecting a change in Google's compensation program for Google employees and a detailed description of the reasons behind the change to Google's compensation program:

i) Paragraph 46

ii) Exhibits 13B, 13C, 14B, 15B, 15C, 16B, 16C

m) **Exhibit 25**, Expert Report of Professor Kevin M. Murphy, the following portions of the Murphy Report dated November 25, 2013, which are already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 576), contain highly confidential information and details about Google's compensation and recruiting and retention strategies for its employees:

i) Paragraph 86 (text in last sentence that begins after "total compensation at Google" and that ends before "from 2010 to 2011");

ii) Paragraph 88 (text in second sentence that begins after "mean base salaries at Google," and text in third sentence starting after "(i.e., stocks and options)");

iii) Exhibit 4 on Page 40 (related to Google's base salary and total compensation in 2003);

iv) Paragraph 89 (first sentence, text starting after “employee compensation”);

v) Footnote 128 (last sentence);

vi) Footnote 130 (figures related to Google employee attrition only).

n) **Exhibit 26**, Expert Report of Edward A. Snyder, Ph.D. The following portions of Dr. Snyder’s Report dated December 6, 2013, which are already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 587), contains highly confidential compensation and recruiting data, including details about Google’s sources for new hires and recruiting strategies and details about Google’s hiring from and employee attrition to Intel Corp:

i) Paragraph 36

ii) Paragraph 39(ii)

iii) Exhibit 3a (figures pertaining to Google only)

o) **Exhibit 27**, Expert Report of Lauren J. Stiroh, Ph.D. The following portions of the Stiroh Report dated November 25, 2013, which are already subject to a pending sealing request by Google (Selin Declarations, Dkt. Nos. 576 and 587, and Notice of Errata, Dkt. No. 616), contain highly confidential information and details about Google’s compensation for its employees:

i) Paragraph 38 (compensation figures)

ii) Paragraph 40 and footnote 85 (on pages 17-18)

iii) Paragraph 41 and footnotes 86-87 (on page 18)

iv) Paragraph 43

v) Paragraph 45 and footnotes 93-95, footnote 97, and footnote 100  
(on Page 19-20)

vi) Paragraph 46 and footnotes 102, 104 and 105 (on Page 20)

vii) footnotes 109-110 (on Page 21)

viii) Paragraph 47

ix) Paragraph 82 (percentage figure related to percent increase in Google's compensation during 2003)

x) Paragraph 111 and footnote 207 (on Page 42)

xi) Paragraph 112 and footnote 210

xii) Paragraph 122 and footnote 225

xiii) Paragraph 135

xiv) Portions of subheading d (on page 51 and above paragraph 138), Paragraph 138, and footnote 235

xv) Paragraph 139-140 and footnotes 236-237, and footnote 239

xvi) Paragraph 193

xvii) Paragraphs 206-207

xviii) Paragraph 209

xix) Exhibits III.17, III.18, III.19, III.20, III.21, III.22, III.23, III.24, III.54, III.55, IV.1, IV.8, IV.12, IV.15, IV.19, IV.22, IV.27, IV.30, IV.33, IV.36, VII.3,

xx) Appendix Exhibit III.I.

p) **Exhibit 28**, Expert Report of Eric Talley, Ph.D. 10. The following footnote in Dr. Talley's Report dated November 25, 2013, which is already subject to a pending sealing request by Google (Selin Declaration, Dkt. No. 587), contains highly confidential data related to Google's sources of new hires:

i) footnote 75 (page 19)

q) **Exhibit 69** (pages pertaining to Google and Apple business contracts) contains highly confidential and sensitive information related to business contracts between Apple and Google; a proposed redacted version is being submitted concurrently herewith.

r) **Exhibit 70** contains highly confidential and sensitive information related to a business contract between Apple and Google; a proposed redacted version is being submitted concurrently herewith.

1           s)       **Exhibit 71** contains highly confidential and sensitive information related  
2 to a business contract between Apple and Google; a proposed redacted version is being  
3 submitted concurrently herewith.

4           t)       **Exhibit 72** contains highly confidential and sensitive information related  
5 to a business contract between Apple and Google; a proposed redacted version is being  
6 submitted concurrently herewith.

7           u)       **Exhibit 73** contains highly confidential and sensitive information related  
8 to a business contract between Apple and Google; a proposed redacted version is being  
9 submitted concurrently herewith.

10          v)       **Exhibit 74** contains highly confidential and sensitive information related  
11 to a business contract between Apple and Google; a proposed redacted version is being  
12 submitted concurrently herewith.

13          w)       **Exhibit 76**, an e-mail chain, portions of which contain personally  
14 identifying information; a proposed redacted version is being submitted concurrently  
15 herewith.

16          x)       **Exhibit 77**, an e-mail chain, portions of which contain highly sensitive  
17 and confidential details about Google's practices relating to counteroffers, as well as  
18 personally identifying information; a proposed redacted version is being submitted  
19 concurrently herewith.

20          y)       **Exhibit 78**, an e-mail chain, portions of which contain personally  
21 identifying information; a proposed redacted version is being submitted concurrently  
22 herewith.

23          z)       **Exhibit 80**, a Google training document, portions of which contain highly  
24 sensitive and confidential details about Google's training for recruiters; a proposed  
25 redacted version is being submitted concurrently herewith.

26          aa)       **Exhibit 85**, a Google document, portions of which contain highly  
27 sensitive and confidential details of Google recruiting data and programs; a proposed  
28 redacted version is being submitted concurrently herewith.

1           bb) **Exhibit 86**, an e-mail chain with attached documents, portions of which  
2 contain highly sensitive and confidential details of Google's hiring policies and protocols;  
3 a proposed redacted version is being submitted concurrently herewith.

4           cc) **Exhibit 87**, a e-mail with a presentation attached, portions of which  
5 contain highly sensitive and confidential charts and other confidential details relating to  
6 Google's hiring and recruiting data and recruiting strategies; a proposed redacted version  
7 is being submitted concurrently herewith.

8           dd) **Exhibit 89**, a response provided to the U.S. Department of Justice,  
9 portions of which contain highly sensitive and confidential hiring and recruiting data and  
10 information about Google's business collaborations with IBM; a proposed redacted  
11 version is being submitted concurrently herewith.

12           ee) **Exhibit 90**, an economic analysis of Google's do not cold call policy,  
13 portions of which contain highly sensitive and confidential details of Google hiring data  
14 and Google's business collaborations with IBM; a proposed redacted version is being  
15 submitted concurrently herewith.

16           ff) **Exhibit 91**, a presentation, portions of which contain highly sensitive and  
17 confidential details of Google's recruiting strategies and compensation policies; a  
18 proposed redacted version is being submitted concurrently herewith.

19           gg) **Exhibit 92**, a presentation, portions of which contain highly sensitive and  
20 confidential details of how Google structures its compensation; a proposed redacted  
21 version is being submitted concurrently herewith.

22           hh) **Exhibit 93**, a presentation, portions of which contain highly sensitive and  
23 confidential details of how Google structures its compensation; a proposed redacted  
24 version is being submitted concurrently herewith.

25           ii) **Exhibit 94**, a presentation, portions of which contain highly sensitive and  
26 confidential details of how Google structures its compensation; a proposed redacted  
27 version is being submitted concurrently herewith.  
28

1           jj)     **Exhibit 95**, a Google document, portions of which contain highly  
2 sensitive and confidential details of how Google structures its compensation and its  
3 compensation strategies vis-à-vis competitors; a proposed redacted version is being  
4 submitted concurrently herewith.

5           kk)     **Exhibit 96**, a presentation, portions of which contain highly sensitive and  
6 confidential data and other details of Google's recruiting, hiring, and compensation  
7 practices; a proposed redacted version is being submitted concurrently herewith.

8           ll)     **Exhibit 97**, a presentation, portions of which contain highly sensitive and  
9 confidential details of Google's hiring and recruitment processes; a proposed redacted  
10 version is being submitted concurrently herewith.

11          mm)     **Exhibit 98**, a presentation, portions of which contain highly sensitive and  
12 confidential details of Google's strategies for recruiting and hiring candidates and details  
13 of Google's compensation philosophy; a proposed redacted version is being submitted  
14 concurrently herewith.

15          nn)     **Exhibit 100**, an e-mail chain, portions of which contain highly sensitive  
16 and confidential details about Google's process for setting compensation; a proposed  
17 redacted version is being submitted concurrently herewith.

18          oo)     **Exhibit 101**, a presentation, portions of which contain highly sensitive and  
19 confidential details about Google's process for setting compensation for new hires; a  
20 proposed redacted version is being submitted concurrently herewith.

21          pp)     **Exhibit 103**, charts, portions of which contain highly sensitive and  
22 confidential details of how Google structures its compensation vis-à-vis several major  
23 competitors; a proposed redacted version is being submitted concurrently herewith.

24          qq)     **Exhibit 106**, an e-mail chain, portions of which contain highly sensitive  
25 and confidential details about recruiting and hiring practices; a proposed redacted version  
26 is being submitted concurrently herewith.

1 rr) **Exhibit 108**, an e-mail chain, portions of which contain personally  
2 identifying information; a proposed redacted version is being submitted concurrently  
3 herewith.

4 ss) **Exhibit 110**, an e-mail chain, portions of which contain personally  
5 identifying information; a proposed redacted version is being submitted concurrently  
6 herewith.

7 tt) **Exhibit 111**, minutes of a compensation committee meeting, portions of  
8 which contain highly sensitive and confidential details about components of Google's  
9 compensation program; a proposed redacted version is being submitted concurrently  
10 herewith.

11 uu) **Exhibit 112**, a Google document, portions of which contain highly  
12 sensitive and confidential details of Google's strategies in hiring, recruiting, retaining,  
13 and compensating employees; a proposed redacted version is being submitted  
14 concurrently herewith.

15 vv) **Exhibit 113**, a Google document on compensation, portions of which  
16 contain highly sensitive and confidential details of Google's strategies in hiring,  
17 recruiting, and compensating both new and existing employees; a proposed redacted  
18 version is being submitted concurrently herewith.

19 ww) **Exhibit 114**, a Google document, portions of which contain highly  
20 sensitive and confidential details of how Google hires, recruits, and retains employees; a  
21 proposed redacted version is being submitted concurrently herewith.

22 xx) **Exhibit 115**, a Google document, portions of which contain highly  
23 sensitive and confidential details of how Google hires, recruits, and retains employees; a  
24 proposed redacted version is being submitted concurrently herewith.

25 yy) **Exhibit 117**, an e-mail chain, portions of which contain highly sensitive  
26 and confidential details about Google's counteroffering strategy, as well as personally  
27 identifying information; a proposed redacted version is being submitted concurrently  
28 herewith.



1           zz) **Exhibit 118**, an e-mail chain, portions of which contain highly sensitive  
2 and confidential details of Google's practices relating to counteroffers; a proposed  
3 redacted version is being submitted concurrently herewith.

4           aaa) **Exhibit 119**, an e-mail chain, portions of which contain highly sensitive  
5 and confidential details of Google's practices relating to counteroffers and employee  
6 compensation; a proposed redacted version is being submitted concurrently herewith.

7           bbb) **Exhibit 120**, a presentation, portions of which contain highly sensitive and  
8 confidential data and other details pertaining to how Google structures employee  
9 compensation; a proposed redacted version is being submitted concurrently herewith.

10          ccc) **Exhibit 121**, an e-mail chain, portions of which contain highly sensitive  
11 and confidential details about Google's counteroffer strategies and how it structures  
12 compensation; a proposed redacted version is being submitted concurrently herewith.

13          ddd) **Exhibit 122**, a presentation, portions of which contain highly sensitive and  
14 confidential details of Google's counteroffer strategies and data concerning employee  
15 compensation; a proposed redacted version is being submitted concurrently herewith.

16          eee) **Exhibit 123**, a presentation, portions of which contain highly sensitive and  
17 confidential details of Google's counteroffer strategies and data concerning employee  
18 compensation; a proposed redacted version is being submitted concurrently herewith.

19          fff) **Exhibit 124**, a Google document, portions of which contain highly  
20 sensitive and confidential details of how Google structures its compensation and its  
21 compensation strategies vis-à-vis competitors; a proposed redacted version is being  
22 submitted concurrently herewith.

23          ggg) **Exhibit 125**, charts, portions of which contain highly sensitive and  
24 confidential details of individual employee compensation and how Google sets and  
25 structures compensation; a proposed redacted version is being submitted concurrently  
26 herewith.

27          hhh) **Exhibit 126**, charts, portions of which contain highly sensitive and  
28 confidential details of individual employee compensation and how Google sets and

1 structures compensation; a proposed redacted version is being submitted concurrently  
2 herewith.

3 iii) **Exhibit 127**, a business contract between Intel and Google, portions of  
4 which contain highly sensitive and highly confidential details of business collaborations  
5 between Intel and Google; a proposed redacted version is being submitted concurrently  
6 herewith.

7 jjj) **Exhibit 128**, a business contract between Intel and Google, portions of  
8 which contain highly sensitive and highly confidential details of business collaborations  
9 between Intel and Google; a proposed redacted version is being submitted concurrently  
10 herewith.

11 kkk) **Exhibit 129**, a business contract between Intel and Google, portions of  
12 which contain highly sensitive and highly confidential details of business collaborations  
13 between Intel and Google; a proposed redacted version is being submitted concurrently  
14 herewith.

15 lll) **Exhibit 130**, a business contract between Intel and Google, portions of  
16 which contain highly sensitive and highly confidential details of business collaborations  
17 between Apple and Google; a proposed redacted version is being submitted concurrently  
18 herewith.

19 mmm) **Exhibit 131**, a business contract between Intel and Google, portions of  
20 which contain highly sensitive and highly confidential details of business collaborations  
21 between Intel and Google; a proposed redacted version is being submitted concurrently  
22 herewith.

23 nnn) **Exhibit 132**, a business contract between Intuit and Google, portions of  
24 which contain highly sensitive and highly confidential details of business collaborations  
25 between Intuit and Google; a proposed redacted version is being submitted concurrently  
26 herewith.

27 ooo) **Exhibit 133**, a business contract between Intuit and Google, portions of  
28 which contain highly sensitive and highly confidential details of business collaborations

1 between Intuit and Google; a proposed redacted version is being submitted concurrently  
2 herewith.

3 ppp) **Exhibit 134**, a business contract between Apple and Google, portions of  
4 which contain highly sensitive and highly confidential details of business collaborations  
5 between Apple and Google; a proposed redacted version is being submitted concurrently  
6 herewith.

7 qq) **Exhibit 135**, a business contract between Apple and Google, portions of  
8 which contain highly sensitive and highly confidential details of business collaborations  
9 between Apple and Google; a proposed redacted version is being submitted concurrently  
10 herewith.

11 rrr) **Exhibit 136**, a business contract between Apple and Google, portions of  
12 which contain highly sensitive and highly confidential details of business collaborations  
13 between Apple and Google; a proposed redacted version is being submitted concurrently  
14 herewith.

15 sss) **Exhibit 137**, a business contract between Apple and Google, portions of  
16 which contain highly sensitive and highly confidential details of business collaborations  
17 between Apple and Google; a proposed redacted version is being submitted concurrently  
18 herewith.

19 tt) **Exhibit 138**, a business contract between Apple and Google, portions of  
20 which contain highly sensitive and highly confidential details of business collaborations  
21 between Apple and Google; a proposed redacted version is being submitted concurrently  
22 herewith.

23 uuu) **Exhibit 139**, a business contract between Apple and Google, portions of  
24 which contain highly sensitive and highly confidential details of business collaborations  
25 between Apple and Google; a proposed redacted version is being submitted concurrently  
26 herewith.

**Google's Confidential Information in Exhibits to the Cisneros Declaration**

6. Google also requests to seal discrete portions of the following exhibits attached to the Cisneros Declaration (proposed redacted versions submitted herewith):

a) **Exhibit U**, excerpts from the deposition of Laszlo Bock taken on March 27, 2013, portions of which contain highly sensitive and confidential details of how Google sets and structures compensation, Google's compensation philosophy, including details relating to equity, bonuses, and other forms of compensation, specifically pages 38:4-7; 38:15-40:2; 40:25-41:25; 42:6-13, 23-25; 43:2-4, 6; 43:8-45:1; 45:3-10, 12-23; 45:25-46:23; 46:25-49:25; 50:2-51:25; 52:3-8; 70:24-71:2; 71:4-5; 71:23-73:25; 79:1-81:16; 82:12-25; 87:1-88:2; 88:18-93:5; 93:7-25; 94:14-19; 95:1-96:25; a proposed redacted version is being submitted concurrently herewith.

b) **Exhibit V**, excerpts from the deposition of Sergey Brin taken on March 19, 2013, portions of which contain highly sensitive and confidential details of Google's counteroffers, hiring, and recruiting and personal information of individuals recruited by Google, specifically pages 44:4; 59:1; 60:4; 111:24; 112:3, 6, 13; 113:2-3; 176:22-23; 178:2-179:1; 179:9-181:21; 194:2-3, 13; a proposed redacted version is being submitted concurrently herewith.

c) **Exhibit W**, excerpts from the deposition of Shona Brown taken on January 30, 2013, portions of which contain highly sensitive and confidential details about Google's employee rating system, how Google structures compensation, Google's recruiting strategies, and changes in Google's compensation structure over time, specifically pages 79:25-80:25; 81:2-82:25; 83:4-22; 92:6-93:4; 93:24-94:6; 94:14-97:10; 231:9-233:10; 249:1-9; 249:13-253:15; a proposed redacted version is being submitted concurrently herewith.

d) **Exhibit X**, excerpts from the deposition of Alan Eustace taken on February 27, 2013, portions of which contain highly sensitive and confidential details of Google's hiring and recruiting strategies, how Google structures compensation, and Google's compensation philosophy, specifically pages 26:1-19; 36:1-8; 56:20; 132:17-

20; 133:1-16; 134:11; 136:2-137:25; 167:1-168:16; 169:3-25; 170:7, 12; 182:8, 10; 184:1-11; a proposed redacted version is being submitted concurrently herewith.

e) **Exhibit Z**, excerpts from the deposition of Arnon Geshuri taken on August 17, 2012, portions of which contain highly sensitive and confidential details about Google's recruiting practices, specifically pages 63:6-7; 64:10; a proposed redacted version is being submitted concurrently herewith.

f) **Exhibit BB**, excerpts from the deposition of Jonathan Rosenberg taken on March 13, 2013, portions of which contain highly sensitive and confidential details about Google's policies and practices relating to counteroffers, specifically pages 115:6-7, 16, 22, 24; 116:2-3, 7-9, 11, 14; 119:17-18; 119:24-120:2; 120:22-24; 121:16; 121:23-24; 122:15-16; a proposed redacted version is being submitted concurrently herewith.

g) **Exhibit CC**, excerpts from the deposition of Eric Schmidt taken on February 20, 2013, portions of which contain highly sensitive and confidential details about Google's recruiting strategies, Google's counteroffering strategies, how Google structures compensation, personal information of individuals recruited by Google, specifically pages 44:2-5, 23-25; 46:1-5; 47:6-9; 103:5, 9; 104:25; 105:12, 20; 106:7; 140:4; 178:24-179:18; 204:15-21; 205:2-7; 210:1-4; 210:21-211:3; a proposed redacted version is being submitted concurrently herewith.

h) **Exhibit DD**, excerpts from the deposition of Frank Wagner taken on March 7, 2013, portions of which contain highly sensitive and confidential details about how Google sets and structure compensation for new and current employees, Google's hiring practices and strategies, Google's counteroffer strategy, and changes in Google's compensation philosophy over time, specifically pages Ex. DD: Wagner: at 26:12-18; 26:23-27:6; 27:19-29:13; 29:15-21; 30:1-9, 19-21; 31:3-4, 10-13; 32:4-9, 14-19; 32:21-34:6; 35:12-38:13; 39:21-23; 40:15-17; 47:20-48:24; 49:19-23; 50:12-51:2; 51: 7-9, 12, 15-19, 22-23; 52:1-25; 56:1-2, 5-7; 56:17-57:20; 58:13-15, 17-23; 59:1-12; 60:10-12; 60:22-61:5; 61:17-66:25; 75:5-76:25; 132:17-19; 132:24-133:25; 134:7-17, 20-24; 135:3, 6-8, 13-18, 22-24; 136:1-137:15; 138:17-139:22; 159:4-23; 160:9-21; 170:5-171:14;

1 172:3-25; 209:2-210:16; 210:24-211:25; 213:1-8, 16-17, 20-25; 215:1-216:24; 217:9-25;  
2 222:3-5, 10-11; 223:4-6; a proposed redacted version is being submitted concurrently  
3 herewith.

4 i) **Exhibit JJ**, excerpts from the deposition of Paul Otellini taken on January  
5 29, 2013, portions of which contain highly sensitive and confidential details of how  
6 Google structures compensation, Google's counteroffer strategy, Google's hiring data,  
7 and personal information of an individual recruited by Google, specifically pages 29:1-4,  
8 9-15, 17; 30:3-12, 17-21; 158:15; 215:1-4; 216:3, 14-15; 218:1-11, 18-21; 219:3-6, 15-  
9 25; 220:10-11, 13-18; 221:5-10; 224:1-7, 10-12; 225:7, 9-10, 21-24; 226:3-4, 6-8; a  
10 proposed redacted version is being submitted concurrently herewith.

11 j) **Exhibit LL**, excerpts from the deposition of William Campbell taken on  
12 February 5, 2013, portions of which contain highly sensitive and confidential details  
13 about components of Google's compensation program and personal information of an  
14 individual recruited by Google, specifically pages 100:19; 141:3-8, 10-13, 20; a proposed  
15 redacted version is being submitted concurrently herewith.

16 k) **Exhibit DDD**, excerpts from the deposition of Elizabeth Becker, Ph.D  
17 taken on December 10, 2013, portions of which contain highly sensitive and confidential  
18 details about components of Google's compensation, specifically page 185:8-9; a  
19 proposed redacted version is being submitted concurrently herewith.

20 l) **Exhibit HHH**, excerpts from the deposition of Kathryn Shaw, Ph.D taken  
21 on July 3, 2013, portions of which contain highly sensitive and confidential details of  
22 how Google structures its compensation and shifts in Google's compensation philosophy  
23 over time, specifically pages 167:1-2,17-19; 168:1,3,6; 178:17-18,20-22,25; 179:1,8-9; a  
24 proposed redacted version is being submitted concurrently herewith.

25 m) **Exhibit JJJ**, excerpts from the deposition of Lauren Stiroh, Ph.D taken on  
26 December 9, 2013, portions of which contain highly sensitive and confidential details  
27 about how Google sets its compensation and its retention strategies, specifically page:  
28 311:13,23; a proposed redacted version is being submitted concurrently herewith.

1           n)       **Exhibit KKK**, excerpts from the deposition of Eric L. Talley, J.D., Ph.D.  
2 taken on December 8, 2013, portions of which contain highly sensitive and confidential  
3 details of business collaborations between Google and its partners, including specific  
4 terms in the agreements and Google's employment data, specifically pages 216:17-19;  
5 217:1-6,12-14; 218:5-6,24-25; 219:1-2,4; 242:3-5,19-23; a proposed redacted version is  
6 being submitted concurrently herewith.

7           o)       **Exhibit PPP**, excerpts from the deposition of Kevin Hallock taken on  
8 June 7, 2013, portions of which contain highly sensitive and confidential details of a  
9 Google's compensation system and strategies, specifically pages: 100:18-19; 101:2,5,6;  
10 102:17-21,23-25; a proposed redacted version is being submitted concurrently herewith.

11           p)       **Exhibit 172**, a presentation, portions of which contain highly sensitive and  
12 confidential charts and other confidential details relating to Google's hiring and  
13 recruiting data and recruiting strategies; a proposed redacted version is being submitted  
14 concurrently herewith.

15           q)       **Exhibit 173**, a Google document, portions of which contain highly  
16 sensitive and confidential data and analyses relating to Google's compensation,  
17 recruiting, and employee retention practices; a proposed redacted version is being  
18 submitted concurrently herewith.

19           r)       **Exhibit 175**, an e-mail chain, portions of which contain personally  
20 identifying information; a proposed redacted version is being submitted concurrently  
21 herewith.

22           s)       **Exhibit 176**, an e-mail chain, portions of which contain personally  
23 identifying information; a proposed redacted version is being submitted concurrently  
24 herewith.

25           t)       **Exhibit 190**, an e-mail chain, portions of which contain personally  
26 identifying information; a proposed redacted version is being submitted concurrently  
27 herewith.  
28

1           u)     **Exhibit 192**, an e-mail chain, portions of which contain personally  
2 identifying information; a proposed redacted version is being submitted concurrently  
3 herewith.

4           v)     **Exhibit 200**, an e-mail chain, portions of which contain personally  
5 identifying information; a proposed redacted version is being submitted concurrently  
6 herewith.

7           w)     **Exhibit 201**, an e-mail chain, portions of which contain highly sensitive  
8 and confidential details relating to Google's recruitment and hiring of employees from a  
9 competitor; a proposed redacted version is being submitted concurrently herewith.

10          x)     **Exhibit 204**, an e-mail chain, portions of which contain personally  
11 identifying information; a proposed redacted version is being submitted concurrently  
12 herewith.

13          y)     **Exhibit 278**, an e-mail chain, portions of which contain personally  
14 identifying information; a proposed redacted version is being submitted concurrently  
15 herewith.

16          z)     **Exhibit 279**, an e-mail chain, portions of which contain personally  
17 identifying information; a proposed redacted version is being submitted concurrently  
18 herewith.

19          aa)    **Exhibit 389**, a Google document, portions of which contain highly  
20 sensitive and confidential details of Google's compensation philosophy and employee  
21 retention strategies; a proposed redacted version is being submitted concurrently  
22 herewith.

23          bb)    **Exhibit 471**, an e-mail chain, portions of which contain highly sensitive  
24 and confidential details of Google's recruiting practices, including other companies from  
25 which Google was recruiting; a proposed redacted version is being submitted  
26 concurrently herewith.



1 cc) **Exhibit 472**, an e-mail chain, portions of which contain highly sensitive  
2 and confidential details of Google's counteroffer and compensation strategies; a proposed  
3 redacted version is being submitted concurrently herewith.

4 dd) **Exhibit 608**, an e-mail chain, portions of which contain highly sensitive  
5 and confidential details about Google's strategies relating to counteroffers; a proposed  
6 redacted version is being submitted concurrently herewith.

7 ee) **Exhibit 614**, an e-mail chain, portions of which contain highly sensitive  
8 and confidential details of discussions within Google about its policies relating to  
9 counteroffers; a proposed redacted version is being submitted concurrently herewith.

10 ff) **Exhibit 616**, an e-mail chain, portions of which contain highly sensitive  
11 and confidential details about Google's recruiting practices and compensation policies,  
12 including compensation data for an individual employee; a proposed redacted version is  
13 being submitted concurrently herewith.

14 gg) **Exhibit 621**, an e-mail chain, portions of which contain highly sensitive  
15 and confidential details about Google's compensation practices; a proposed redacted  
16 version is being submitted concurrently herewith.

17 hh) **Exhibit 626**, an e-mail chain, portions of which contain highly sensitive  
18 and confidential details of Google's recruiting strategies; a proposed redacted version is  
19 being submitted concurrently herewith.

20 ii) **Exhibit 635**, an e-mail chain, portions of which contain highly sensitive  
21 and confidential data relating to Google recruiting and hiring employees from other  
22 companies; a proposed redacted version is being submitted concurrently herewith.

23 jj) **Exhibit 648**, an e-mail chain, portions of which contain personally  
24 identifying information; a proposed redacted version is being submitted concurrently  
25 herewith.

26 kk) **Exhibit 650**, an e-mail chain, portions of which contain personally  
27 identifying information; a proposed redacted version is being submitted concurrently  
28 herewith.

1           ll)     **Exhibit 653**, an e-mail chain, portions of which contain  
2 personally identifying information; a proposed redacted version is being submitted  
3 concurrently herewith.

4           mm)   **Exhibit 660**, an e-mail chain, portions of which contain highly sensitive  
5 and confidential details about components of Google's compensation practices; a  
6 proposed redacted version is being submitted concurrently herewith.

7           nn)   **Exhibit 666**, an e-mail chain, portions of which contain confidential  
8 personally identifying information; a proposed redacted version is being submitted  
9 concurrently herewith.

10          oo)   **Exhibit 667**, an e-mail chain, portions of which contain personally  
11 identifying information; a proposed redacted version is being submitted concurrently  
12 herewith.

13          pp)   **Exhibit 668**, an e-mail chain, portions of which contain personally  
14 identifying information; a proposed redacted version is being submitted concurrently  
15 herewith.

16          qq)   **Exhibit 674**, an e-mail chain, portions of which contain highly sensitive  
17 and confidential details of product strategies, business collaborations, and practices for  
18 compensating and promoting employees; a proposed redacted version is being submitted  
19 concurrently herewith.

20          rr)   **Exhibit 872**, an e-mail, portions of which contain personally identifying  
21 information; a proposed redacted version is being submitted concurrently herewith.

22          ss)   **Exhibit 1600**, several charts, portions of which contain highly sensitive  
23 and confidential details about how Google structures compensation for both incoming  
24 and current employees; a proposed redacted version is being submitted concurrently  
25 herewith.

26          tt)   **Exhibit 1606**, a presentation, portions of which contain highly sensitive  
27 and confidential details of how Google structures its compensation; a proposed redacted  
28 version is being submitted concurrently herewith.

1           uu) **Exhibit 1609**, a presentation, portions of which contain highly sensitive  
2 and confidential details about how Google sets and structures compensation; a proposed  
3 redacted version is being submitted concurrently herewith.

4           vv) **Exhibit 1613**, an e-mail chain, portions of which contain highly sensitive  
5 and confidential details of how Google structures compensation; a proposed redacted  
6 version is being submitted concurrently herewith.

7           ww) **Exhibit 1618**, an e-mail chain with an attached document, portions of  
8 which contain highly sensitive and confidential details of Google's compensation  
9 philosophy and how it structures compensation; a proposed redacted version is being  
10 submitted concurrently herewith.

11           xx) **Exhibit 1625**, a Google document, portions of which contain highly  
12 sensitive and confidential details about a proposed change in how Google sets and  
13 structures compensation; a proposed redacted version is being submitted concurrently  
14 herewith.

15           yy) **Exhibit 1629**, an e-mail, portions of which contain highly sensitive and  
16 confidential details about costs associated with a component of Google's compensation  
17 program; a proposed redacted version is being submitted concurrently herewith.

18           zz) **Exhibit 1741**, a Google document, portions of which contain highly  
19 sensitive and confidential details about Google hiring policies and protocols and how  
20 Google structures compensation for new employees; a proposed redacted version is being  
21 submitted concurrently herewith.

22           aaa) **Exhibit 1753**, an e-mail chain, portions of which contain highly sensitive  
23 and confidential details about Google's recruiting strategies and practices; a proposed  
24 redacted version is being submitted concurrently herewith.

25           bbb) **Exhibit 2249**, an e-mail chain, portions of which contain highly sensitive  
26 and highly confidential details about business collaborations and negotiations between  
27 Apple and Google; a proposed redacted version is being submitted concurrently herewith.  
28

ccc) **Exhibit 2262**, an e-mail chain, portions of which contain highly sensitive and highly confidential details about business collaborations and negotiations between Apple and Google; a proposed redacted version is being submitted concurrently herewith.

ddd) **Exhibit 2362**, a business contract between Intuit and Google, portions of which contain highly sensitive and highly confidential details of business collaborations between Intuit and Google; a proposed redacted version is being submitted concurrently herewith.

eee) **Exhibit 2364**, a business contract between Intuit and Google, portions of which contain highly sensitive and highly confidential details of business collaborations between Intuit and Google; a proposed redacted version is being submitted concurrently herewith.

fff) **Exhibit 2366**, a business contract between Intuit and Google, portions of which contain highly sensitive and highly confidential details of business collaborations between Intuit and Google; a proposed redacted version is being submitted concurrently herewith.

ggg) **Exhibit 2422**, an e-mail chain, portions of which contain highly sensitive and confidential details about how Google structures employee compensation for several positions within the company; a proposed redacted version is being submitted concurrently herewith.

hhh) **Exhibit 2425**, a chart, portions of which contain highly sensitive and confidential data revealing how Google structures employee compensation; a proposed redacted version is being submitted concurrently herewith.

ggg) **Exhibit 2426**, a Google document, portions of which contain highly sensitive and confidential details about how Google structures executive compensation and bonuses; a proposed redacted version is being submitted concurrently herewith.

7. Based on the declarations submitted by Frank Wagner (Dkts. 201, 221, 261) and Omid Kordestani (filed concurrently herewith), the information identified in Paragraphs 5 and 6 above is highly confidential and highly sensitive commercial information, from which Google

1 derives economic benefit by maintaining its confidentiality. Google does not disclose this  
2 information to its competitors, customers or the general public. *Id.* Public disclosure of this  
3 information would likely result in competitive harm to Google by giving third parties, including  
4 its competitors, direct insight into confidential and sensitive aspects of Google's internal  
5 decision-making processes and business strategy related to employee compensation and  
6 recruiting, as well as Google's business partnerships and particular terms of agreement between  
7 Google and its business partners. *Id.*

8 I declare under penalty of perjury under the laws of the United States that the foregoing is  
9 true and correct.

10 Executed on February 21, 2014 in Palo Alto, California. /s/ Anne M. Selin

11 Anne M. Selin  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28